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E-filed on August 31, 2006

Attorneys for the Official Committee of Equity Security Holders of
 USA Capital Diversified Trust Deed Fund, LLC

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

9 In re:
 10 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

11 In re:
 12 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

Chapter 11

13 In re:
 14 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

15 In re:
 16 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

**DECLARATION OF ROBERT
 WORTHEN IN SUPPORT OF
 ORRICK, HERRINGTON &
 SUTCLIFFE LLP'S FIRST
 INTERIM FEE APPLICATION
 (JUNE 1, 2006 - JULY 31, 2006)**

17 In re:
 18 USA SECURITIES, LLC,
 Debtor.

Affects:

- 19 ☐ All Debtors
 20 ☐ USA Commercial Mortgage Company
 21 ☐ USA Securities, LLC
 22 ☐ USA Capital Realty Advisors, LLC
 23 ☒ USA Capital Diversified Trust Deed Fund, LLC
 24 ☐ USA First Trust Deed Fund, LLC

Date: September 28, 2006
 Time: 9:30 a.m.
 Place: Courtroom #1

1 I, Robert G. Worthen, declare as follows:

2 1. I am the duly elected Chair of the Diversified Trust Deed Fund Committee
3 ("DTDF Committee") that was appointed by the Office of the United States Trustee on
4 May 10, 2006. I submit this declaration in support of Orrick, Herrington & Sutcliffe LLP's
5 First Interim Fee Application ("Application") for the period of June 1, 2006 – July 31, 2006
6 ("Application Period"). I have personal knowledge of the facts set forth below and if called to
7 testify I could and would competently testify to such facts.

8 2. Pursuant to the Court's order approving Orrick's application to serve as
9 counsel to the DTDF Committee in this case, Orrick has performed services for the DTDF
10 Committee since June 1, 2006.

11 3. Orrick has submitted invoices to me, on behalf of the DTDF Committee, for all
12 work performed during the Application Period, copies of which are attached to accompanying
13 Levinson Declaration as Exhibit B and C. On behalf of the DTDF Committee, I have
14 reviewed and approved Orrick's invoices and believe that the amounts sought by Orrick for
15 the Application Period were reasonable and necessary to represent the DTDF Committee in
16 this matter.

17 4. I have reviewed the Application and, on behalf of the DTDF Committee,
18 support approval of the Application in its entirety.

19 Executed this 31st day of August at Las Vegas, Nevada.

20 I declare under penalty of perjury that the foregoing is true and correct.

21 
22 Robert G. Worthen